



Sen. A. J. Wilhelmi

Filed: 3/25/2009

09600SB1390sam002

LRB096 08993 KTG 24273 a

1 AMENDMENT TO SENATE BILL 1390

2 AMENDMENT NO. _____. Amend Senate Bill 1390 as follows:

3 on page 3, by replacing lines 15 through 19 with the following:

4 "(4) Transmitted by electronic means to the e-mail
5 address, facsimile number, or other contact information
6 appearing ~~that appears~~ on the records of the corporation as
7 may be authorized or approved ~~and set forth~~ in the articles
8 of incorporation or the bylaws."; and

9 on page 6, by replacing lines 21 through 24 with the following:

10 "thereof who have not voted, and if prompt notice of any such
11 informal action ~~(2) if, after the effective date of such~~
12 ~~consent, prompt notice in writing of the taking of the~~
13 ~~corporate action without a meeting~~ is delivered to those
14 members entitled to vote ~~who have not consented in writing.~~";
15 and

1 on page 13, by replacing lines 7 through 11 with the following:
2 "directors may be removed, with or without cause. In the case
3 of a corporation having a board of directors which is
4 classified in accordance with subsection 108.10(e) of this Act,
5 the articles of incorporation or bylaws may provide that such
6 directors may only be removed for cause ~~no director may be~~
7 ~~removed except for cause if the articles of incorporation or~~
8 ~~the bylaws so provide."~~; and

9 on page 17, by deleting lines 16 through 17; and

10 on page 21, by replacing lines 19 through 21 with the
11 following:

12 " (ii) A statement that the amendment was adopted by
13 members entitled to vote having not less than the
14 minimum number of votes necessary to adopt such
15 amendment as provided by this Act, the articles of
16 incorporation, or the bylaws, in compliance with
17 Section 107.10 of this Act; ~~written consent, signed by~~
18 ~~all the directors in office, in compliance with Section~~
19 ~~108.45 of this Act;"~~.